

# TENNESSEE REGULATORY AUTHORITY



Ron Jones, Chairman  
Deborah Taylor Tate, Director  
Pat Miller, Director  
Sara Kyle, Director

460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

December 20, 2005

D. Billye Sanders, Esq.  
Waller Lansden Dortch & Davis, PLLC  
511 Union Street, Suite 2700  
Nashville, TN 37219

Richard M. Rindler, Esq.  
Brian McDermott, Esq.  
SWIDLER BERLIN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007

RE: Docket 05-00336: Petition of Pac-West Telecomm, Inc. for Approval of Incurring Long-Term Debt, Encumbrance of Assets and Financing Obligations

Dear Mrs. Sanders and Messrs. Rindler and McDermott:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by December 29, 2005, and refer to this correspondence as Data Request No. 1 in the response.

1. Has Pac-West, Telecomm, Inc. ("Pac-West") filed similar financing petitions in other states and what is the status of any such petition?
2. Has Pac-West applied for approval for financing from any Federal agency? Have they notified any Federal Agency? If so, what is the status of any such application or notification?
3. Confirm that Pac-West will continue to operate and/or provide service under its current name and CCN (if and/or when) issued by the Authority, and its business licenses as filed with the Tennessee Secretary of State's Office.
4. Per the Term Loan Agreement ("Loan Agreement") entered into between Comerica Bank and Petitioner and its subsidiaries on November 9, 2005, in the aggregate principal amount of up to \$20 million as certified in the Petition filed with the authority on December 14, 2005, the Petitioner request participation in certain debt and debt related "financing arrangements". Provide documentation showing the specific financing arrangements that will

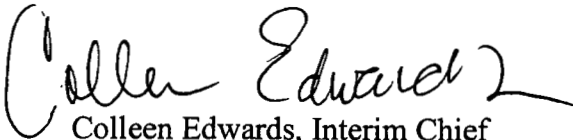
be used for the proposed financing, including maturity date(s) and interest rate(s) that will be paid and/or incurred.

5. Per the Request for Permission for Petitioner to Participate in Certain Financing Arrangements (under Section IV) of the Petition filed with the Authority on December 14, 2005, provide documentation showing Pac-West's pledged Tennessee assets that will be used for the proposed financing.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or email him at [carlos.black@state.tn.us](mailto:carlos.black@state.tn.us). Please respond by sending the original and 13 copies to:

Ms. Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in black ink, appearing to read "Colleen Edwards", with a stylized flourish at the end.

Colleen Edwards, Interim Chief  
Competitive Markets & Policy Division

c: Ms. Lynne Martinez

Mr. Ron Jones, Chairman  
Ms. Sharla Dillon, Docket Room Manager